

RECORDATION NO. 23766 FILED

DEC 18 '01 9-25 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 17, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are seven (7) copies of a Memorandum of Lease of Locomotive Engines, dated as of May 15, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: TD Asset Finance Corp.  
P.O. Box 1  
Toronto-Dominion Centre  
Toronto, Ontario  
Canada M5K 1A2

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed schedule is:

23 GE Model Dash 9-44 CWL locomotives CN 2500 - CN 2522 and 23 GE Model 7FDL16Y diesel engines bearing the serial numbers attached hereto.

Mr. Vernon A. Williams  
December 17, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease of Locomotive Engines.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

Type of Engine: GE 7FDL16Y four stroke V-16 turbo supercharged diesel engine rated at 4,400 hp at 1050 (modified to by EPA Tier 0 compliant from original GE 7FDL16N engine) built by General Electric Company.

Quantity of Engines: 23

Location of Engines: Each Engine is installed on, and affixed to, a GE Model Dash 9-44CWL DC six axle locomotive.

Identification of Engines and Locomotives: The serial number of each Engine is shown below beside the road number and mark of the locomotive in which the Engine is installed:

<u>Locomotive Mark &amp; Number</u>	<u>Engine Serial Numbers</u>
CN 2500	010215R
CN 2501	010502R
CN 2502	010132R
CN 2503	010136R
CN 2504	010239R
CN 2505	010401R
CN 2506	010604R
CN 2507	010206R
CN 2508	010414R
CN 2509	010508R
CN 2510	010502R
CN 2511	010109R
CN 2512	010628R
CN 2513	010316R
CN 2514	010114R
CN 2515	010309R
CN 2516	010407R
CN 2517	010602R
CN 2518	010504R
CN 2519	010219R
CN 2520	010627R
CN 2521	010125R
CN 2522	010627R

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DEC 18 '01 19:25 AM

(CN / TDAF)

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE OF LOCOMOTIVE ENGINES**  
dated as of May 15, 2001 between **CANADIAN NATIONAL RAILWAY COMPANY**, a corporation continued under the laws of Canada (hereinafter called the **Lessee**), and **TD ASSET FINANCE CORP.**, a Canadian corporation (hereinafter called the **Lessor**).

**WHEREAS**, the Lessee and the Lessor are entering into that certain Lease of Locomotive Engines dated as of the date hereof (hereinafter the **Lease**) covering twenty-three (23) 4,400 horse power engines as specified in Schedule A hereto and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (hereinafter the **Engines**) which are installed in, and affixed to, certain GE model Dash 9-44CWL diesel-electric locomotives as also specified in Schedule A hereto;

**WHEREAS**, the terms and conditions of the Lease are incorporated by reference in this Memorandum as if fully set forth herein;

**AND WHEREAS**, this Memorandum has been entered into for the purpose of satisfying the requirements for i) recordation with the Surface Transportation Board of the United States of America under Section 11301 of Title 49 of the *United States Code* and ii) deposit with the Registrar General of Canada under Section 105 of the *Canada Transportation Act*.

**IN WITNESS WHEREOF**, the parties wish to show for the public record the ownership of the Engines by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the day and year first above written.

**CANADIAN NATIONAL RAILWAY COMPANY**

By:   
Its: Sr. Manager, Asset Finance

**TD ASSET FINANCE CORP.**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

(CN / TDAF)

**MEMORANDUM OF LEASE OF LOCOMOTIVE ENGINES**  
dated as of May 15, 2001 between **CANADIAN NATIONAL RAILWAY COMPANY**, a corporation continued under the laws of Canada (hereinafter called the **Lessee**), and **TD ASSET FINANCE CORP.**, a Canadian corporation (hereinafter called the **Lessor**).

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**IN WITNESS WHEREOF**, the parties wish to show for the public record the ownership of the Engines by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the day and year first above written.

**CANADIAN NATIONAL RAILWAY COMPANY**

By: \_\_\_\_\_  
Its: Sr. Manager, Asset Finance

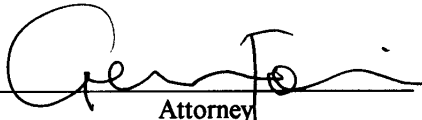
**TD ASSET FINANCE CORP.**

By: B. A. Skinnar  
Its: C.F.O.

PROVINCE OF QUEBEC            )  
  )  
DISTRICT OF MONTREAL        )    SS.:

On this 14th day of December, 2001, before me personally appeared John Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Finance of CANADIAN NATIONAL RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

190021-8

  
Attorney

PROVINCE OF ONTARIO        )  
  )  
CITY OF TORONTO            )    SS.:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he / she is \_\_\_\_\_ of TD ASSET FINANCE CORP., that the instrument was signed on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires

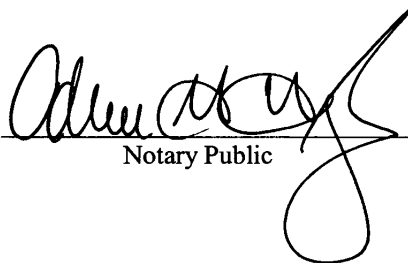
PROVINCE OF QUEBEC            )  
  )    SS.:  
DISTRICT OF MONTREAL        )

On this 14th day of December, 2001, before me personally appeared John Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Finance of CANADIAN NATIONAL RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Attorney

PROVINCE OF ONTARIO        )  
  )    SS.:  
CITY OF TORONTO            )

On this 14<sup>th</sup> day of December, 2001, before me personally appeared CRAIG SKINNER, to me personally known, who, being by me duly sworn, says that he / she is CFO of TD ASSET FINANCE CORP., that the instrument was signed on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires

### Schedule A to Memorandum

Type of Engine: GE 7FDL16Y four stroke V-16 turbo supercharged diesel engine rated at 4,400 hp at 1050 (modified to by EPA Tier 0 compliant from original GE 7FDL16N engine) built by General Electric Company.

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